

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
ARTICLES OF DISSOLUTION**

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.


20141229000405980 1/4 \$158.00
Shelby Cnty Judge of Probate, AL
12/29/2014 01:17:05 PM FILED/CERT

(For County Probate Office Use Only)

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

This form must be typed or laser printed.

1. The name of the corporation as recorded on the Certificate of Formation:

Havco, Inc.

2. Alabama Entity ID Number (Format: 000-000): 139 - 297 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

J. Richard Duke, Esquire
Duke Law Firm, P.C.
1572 Montgomery Highway, Suite 205
Birmingham, AL 35216

DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

3. The date the dissolution was authorized: 12 / 01 / 2014 (format MM/DD/YYYY)

Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.

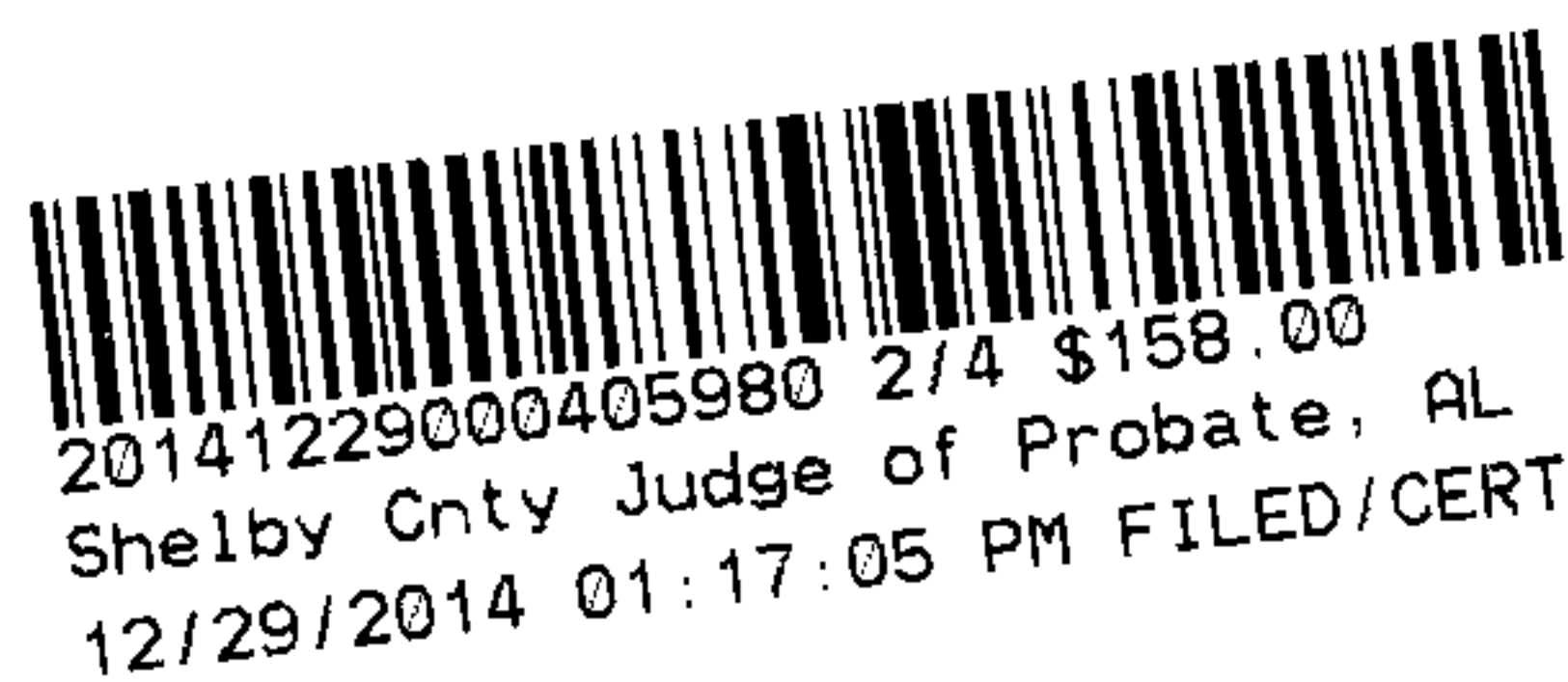
4. ☐ The dissolution was approved by the shareholders. The number of votes entitled to be cast on the proposal to dissolve was _____ (this information is required for item a or b). Complete one of the following:
- a. The total number of votes cast for dissolution was _____ and the total number of votes cast against dissolution was _____.
- b. The total number of undisputed votes cast for dissolution was _____ which was a sufficient number of votes to approve dissolution.
5. ☐ Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.
6. ☒ The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.
7. The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.

12 / 29 / 2014
Date (MM/DD/YYYY)

Ralph W. Hill
Signature as required by 10A-2-1.20

Ralph W. Hill
Typed Name of Above Signature

Sole Shareholder
Typed Title/Capacity to Sign under 10A-2-1.20



UNANIMOUS CONSENT
OF THE
BOARD OF DIRECTORS AND SOLE SHAREHOLDER
OF
HAVCO, INC.

The undersigned, constituting all of the Directors and the Sole Shareholder of HAVCO, INC., an Alabama corporation, do hereby unanimously consent to the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

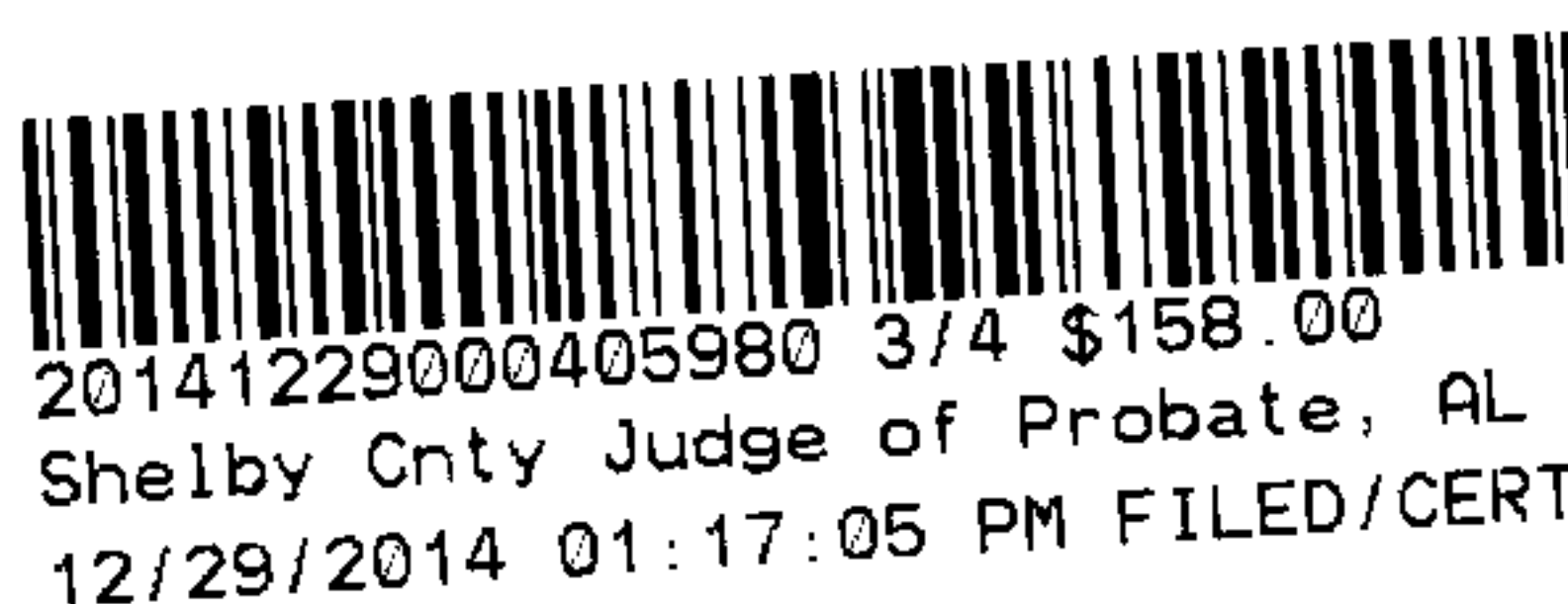
BE IT FURTHER RESOLVED, that subject to the approval of the shareholders of the Corporation and effective with the date of such approval, the proposed Plan of Liquidation presented to this meeting be, and it hereby is, approved to effect such liquidation.

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

BE IT FURTHER RESOLVED, that any contract entered into by the officers of the Corporation on behalf of the Corporation to sell all or any part of the assets of the Corporation to any party or parties be and it hereby is approved, and the proper officers of the Corporation are hereby authorized and directed to take such actions as they may deem necessary or desirable to consummate such sale.

BE IT FURTHER RESOLVED, that the Corporation shall pay, or shall make adequate provisions for payment of, any liabilities for which the Corporation is responsible (including expenses of the sale, liquidation and dissolution not otherwise assumed by a purchaser) and shall set aside from the proceeds of sale such additional amount as the Board of Directors determines to be reasonably necessary for payment of unascertained or contingent liabilities of the Corporation. The balance of the proceeds of sale shall be distributed to the shareholders of the Corporation in cash.

BE IT FURTHER RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a 12-month period commencing with the date of shareholder approval of the Plan of Complete Liquidation.



BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

Executed this the 29th day of December, 2014.

Ralph W. Hill
Ralph W. Hill

SOLE DIRECTOR

Ralph W. Hill
Ralph W. Hill

SOLE SHAREHOLDER

CERTIFICATION

I, RALPH W. HILL, Secretary, do hereby certify that the foregoing is a true and exact copy of the resolutions adopted by the Board of Directors of the Corporation at a meeting of the said Board held on the 29th day of December, 2014, and entered upon the regular minute book of the said Corporation and that the said resolutions are now in full force and effect. I further certify that the Board of Directors of the Corporation at the time of the adoption of the said resolutions had full power and lawful authority to adopt the said resolutions and to confer the powers granted to the officers and individuals named therein.

Ralph W. Hill
Ralph W Hill, Secretary

